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For calendar year 2015, or tax year beginning 07-01-2015 , and ending 06-30-2016

Name of foundation ALLIANCE HEALTHCARE FOUNDATION		A Employer identification number 33-0340635	
% PAUL BROWN			
Number and street (or P O box number if mail is not delivered to street address) 5060 SHOREHAM DRIVE Suite 350	Room/suite	B Telephone number (see instructions) (858) 874-3788	
City or town, state or province, country, and ZIP or foreign postal code SAN DIEGO, CA 92122		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 73,596,355		J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,469,804	1,584,965		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,964,889			
	b Gross sales price for all assets on line 6a 22,097,267				
	7 Capital gain net income (from Part IV, line 2) . . .		3,695,747		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 39,792	175,302		
	12 Total. Add lines 1 through 11	4,474,485	5,456,014		
	13 Compensation of officers, directors, trustees, etc	509,258	225,591		283,667
	14 Other employee salaries and wages	55,194	8,279		46,915
	15 Pension plans, employee benefits	132,591	6,630		125,962
	16a Legal fees (attach schedule).	18,395			18,395
	b Accounting fees (attach schedule).	45,429	22,715		22,715
	c Other professional fees (attach schedule)	 152,211	6,204		146,007
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 295			
	19 Depreciation (attach schedule) and depletion	 24,159			
	20 Occupancy	124,790	12,479		112,311
	21 Travel, conferences, and meetings.	54,694	5,469		49,224
	22 Printing and publications				
	23 Other expenses (attach schedule).	 87,589	153,812	0	69,170
	24 Total operating and administrative expenses. Add lines 13 through 23	1,204,605	441,179	0	874,366
	25 Contributions, gifts, grants paid	1,718,604			1,718,604
	26 Total expenses and disbursements. Add lines 24 and 25	2,923,209	441,179	0	2,592,970
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,551,276			
	b Net investment income (if negative, enter -0-)		5,014,835		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	117,643	374,477	374,477
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	22,829	22,679	22,679
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	42,554,276	44,397,050	44,397,050
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	29,382,803	28,041,227	28,041,227
	14	Land, buildings, and equipment basis ▶ _____ 162,417 Less accumulated depreciation (attach schedule) ▶ 109,718	76,858	52,699	52,699
Liabilities	15	Other assets (describe ▶ _____)	711,061	708,223	708,223
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	72,865,470	73,596,355	73,596,355
	17	Accounts payable and accrued expenses	80,863	62,597	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	80,863	62,597	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	72,734,603	73,483,754	
	25	Temporarily restricted	50,004	50,004	
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	72,784,607	73,533,758	
	31	Total liabilities and net assets/fund balances (see instructions)	72,865,470	73,596,355	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	72,784,607
2	Enter amount from Part I, line 27a	2	1,551,276
3	Other increases not included in line 2 (itemize) ▶ _____	3	-802,125
4	Add lines 1, 2, and 3	4	73,533,758
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	73,533,758

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	BOOK REALIZED GAIN ON INVESTMENTS	P		
b	K-1 REALIZED GAIN	P		
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 21,366,409		18,401,520	2,964,889
b 730,858			730,858
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			2,964,889
b			730,858
c			
d			
e			

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	3,695,747
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	4,937,915	73,441,830	0 067236
2013	3,802,920	69,367,621	0 054823
2012	3,260,691	67,720,609	0 048149
2011	2,298,230	64,488,734	0 035638
2010	3,177,583	61,336,200	0 051806

2	Total of line 1, column (d).	2	0 257652
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 05153
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	70,336,821
5	Multiply line 4 by line 3.	5	3,624,456
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	50,148
7	Add lines 5 and 6.	7	3,674,604
8	Enter qualifying distributions from Part XII, line 4.	8	3,248,211

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See
the Part VI instructions

Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter _____
(attach copy of letter if necessary—see instructions)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5

Tax based on investment income.Subtract line 4 from line 3 If zero or less, enter -0-

6

Credits/Payments

6a

2015 estimated tax payments and 2014 overpayment credited to 2015

6b

Exempt foreign organizations—tax withheld at source

6c

Tax paid with application for extension of time to file (Form 8868).

6d

Backup withholding erroneously withheld

7

Total credits and payments Add lines 6a through 6d.

8

Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached

9

Tax due.If the total of lines 5 and 8 is more than line 7, enter amount owed

10

Overpayment.If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

11

Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded

1

100,297

100,297

0

1,069

101,366

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		No
1c	Did the foundation file Form 1120-POL for this year?		No
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	
4b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
8b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Form 990-PF (2015)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.ALLIANCEHF.ORG</u>	13	Yes	
14	The books are in care of ► <u>PAUL BROWN</u> Telephone no ► <u>(858) 875-3330</u> Located at ► <u>5060 SHOREHAM PLACE STE 350 SAN DIEGO CA</u> ZIP+4 ► <u>92122</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ►	16	Yes	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No **5b**

Organizations relying on a current notice regarding disaster assistance check here. ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** **No**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances

Total number of other employees paid over \$50,000. ☐

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Governor Park Associates PO BOX 844218 LOS ANGELES, CA 900844218	Lease	168,442
Ideahaus LLC 10188 Telesis Ct Ste 130 SAN DIEGO, CA 92121	Consulting	149,813

Total number of others receiving over \$50,000 for professional services. ▶

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 SOLUTIONS FOR CHANGES - LOAN FOR FARMING	500,000
2 CALEXICO NEIGHBORHOOD HOUSE - BUILDING LOAN	155,241
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 ▶

655,241

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	71,205,563
b	Average of monthly cash balances.	1b	202,377
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	71,407,940
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	71,407,940
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,071,119
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	70,336,821
6	Minimum investment return. Enter 5% of line 5.	6	3,516,841

Part XI Distributable Amount(see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	3,516,841
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	100,297
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	100,297
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,416,544
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	3,416,544
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	3,416,544

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	2,592,970
b	Program-related investments—total from Part IX-B.	1b	655,241
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,248,211
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,248,211

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				3,416,544
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			0	
b Total for prior years 2013 , 2012 , 2011		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.	194,170			
b From 2011.				
c From 2012.				
d From 2013.	443,493			
e From 2014.	1,341,427			
f Total of lines 3a through e.	1,979,090			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ <u>3,248,211</u>				
a Applied to 2014, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2015 distributable amount.				3,248,211
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	168,333			168,333
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,810,757			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . .	25,837			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	1,784,920			
10 Analysis of line 9				
a Excess from 2011. . . .				
b Excess from 2012. . . .				
c Excess from 2013. . . .	443,493			
d Excess from 2014. . . .	1,341,427			
e Excess from 2015. . . .				

Part XIV

Private Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2a

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				

3

Complete 3a, b, or c for the alternative test relied upon

a

"Assets" alternative test—enter

(1)

Value of all assets

(2)

Value of assets qualifying under section 4942(j)(3)(B)(i)

b

"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c

"Support" alternative test—enter

(1)

Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2)

Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3)

Largest amount of support from an exempt organization

(4)

Gross investment income

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

The name, address, and telephone number or email address of the person to whom applications should be addressed

b

The form in which applications should be submitted and information and materials they should include

c

Any submission deadlines

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Form 990-PF (2015)

Part XV

Supplementary Information(continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE ATTACHMENT A 5060 SHOREHAM DRIVE SUITE 350 SAN DIEGO,CA 92122		PC	NOT RELATED HEALTH CARE PROGRAMS	1,718,604
Total ► 3a				1,718,604
b <i>Approved for future payment</i> SEE ATTACHMENT B 5060 SHOREHAM DRIVE SUITE 350 SAN DIEGO,CA 92122		PC	INNOVATION INITIATIVE	376,668
Total ► 3b				376,668

Enter gross amounts unless otherwise indicated

[illegible]

1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash.	1a(1)	No
(2) Other assets.	1a(2)	No
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3) Rental of facilities, equipment, or other assets.	1b(3)	No
(4) Reimbursement arrangements.	1b(4)	No
(5) Loans or loan guarantees.	1b(5)	No
(6) Performance of services or membership or fundraising solicitations.	1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes
☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** 2017-05-14 *****	▶	Title
	Signature of officer or trustee	Date	May the IRS discuss this return with the preparer shown below (see instr.)? ☐ Yes ☐ No

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name ROSEMARIE BROWN	Preparer's Signature	Date 2017-05-14	Check if self-employed ☐	PTIN P01278077
	Firm's name ▶ GRANT THORNTON LLP			Firm's EIN ▶	
	Firm's address ▶ 515 S FLOWER STREET 7TH FLOOR LOS ANGELES, CA 90071			Phone no ▶ (213) 627-1717	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Nancy Sasaki	Executive Director 40 0	180,257	5,408	0
5060 SHOREHAM DRIVE SAN DIEGO,CA 92122				
Paul Brown	Chief Financial Officer 40 0	100,995	3,030	0
5060 SHOREHAM DRIVE SAN DIEGO,CA 92122				
Michele Silverthorne	Program Officer 40 0	71,202	2,136	0
5060 SHOREHAM DRIVE SAN DIEGO,CA 92122				
Elizabeth Dreicer	Trustee - Board Chair 2 0	24,960	0	0
5060 SHOREHAM DRIVE SAN DIEGO,CA 92122				
Rosemane Marshall Johnson	Trustee 2 0	15,200	0	0
5060 SHOREHAM DRIVE SAN DIEGO,CA 92122				
Donald Jones	Trustee 2 0	8,000	0	0
5060 SHOREHAM DRIVE SAN DIEGO,CA 92122				
Stanley Lewis	trustee 2 0	13,200	0	192
5060 SHOREHAM DRIVE SAN DIEGO,CA 92122				
Robert B McCray	Trustee 2 0	18,810	0	385
5060 SHOREHAM DRIVE SAN DIEGO,CA 92122				
Jeffrey S Willmann	Trustee 2 0	11,950	0	0
5060 SHOREHAM DRIVE SAN DIEGO,CA 92122				
Atul Patel	Trustee 2 0	16,470	0	0
5060 SHOREHAM DRIVE SAN DIEGO,CA 92122				
Joe Ramsdell	Trustee 2 0	19,370	0	0
5060 SHOREHAM DRIVE SAN DIEGO,CA 92122				
Dwight Smith	Trustee 2 0	13,270	0	0
5060 SHOREHAM DRIVE SAN DIEGO,CA 92122				
Rodney Hood	Trustee 2 0	5,000	0	0
5060 SHOREHAM DRIVE SAN DIEGO,CA 92122				
alex kane	trustee through 4/2016 2 0	0	0	0
5060 SHOREHAM DRIVE SAN DIEGO,CA 92122				

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Depreciation Schedule

Name: ALLIANCE HEALTHCARE FOUNDATION

EIN: 33-0340635

TY 2015 Investments Corporate Stock Schedule

Name: ALLIANCE HEALTHCARE FOUNDATION

EIN: 33-0340635

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LARGE CAP EQUITIES	44,397,050	44,397,050

TY 2015 Investments - Other Schedule**Name:** ALLIANCE HEALTHCARE FOUNDATION**EIN:** 33-0340635

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FIXED INCOME	FMV	19,676,758	19,676,758
PRIVATE EQUITY FUNDS	FMV	8,364,469	8,364,469

TY 2015 Other Assets Schedule**Name:** ALLIANCE HEALTHCARE FOUNDATION**EIN:** 33-0340635

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CHARITABLE REMAINDER TRUST	52,982	52,982	52,982
PROGRAM-RELATED INVESTMENTS	658,079	655,241	655,241

TY 2015 Other Expenses Schedule**Name:** ALLIANCE HEALTHCARE FOUNDATION**EIN:** 33-0340635

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
K-1 PASS THROUGH DEDUCTIONS	153,812	153,812	0	0
ADJUSTMENTS TO PASS THROUGH	-153,812	0	0	0
OFFICE EXPENSES	9,041	0	0	9,041
MEMBERSHIPS & SUBSCRIPTIONS	9,021	0	0	9,021
LEASED EQUIPMENT	7,028	0	0	7,028
MEALS & ENTERTAINMENT	6,342	0	0	6,342
PAYCHEX & 401(K) FEES	6,335	0	0	6,335
IT/SOFTWARE SUPPORT	28,352	0	0	28,352
INSURANCE-BUSINESS	21,470	0	0	21,470
ACCRUAL TO CASH ADJUSTMENT	0	0	0	18,418

TY 2015 Other Income Schedule**Name:** ALLIANCE HEALTHCARE FOUNDATION**EIN:** 33-0340635

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	39,792	0	
unrecorded k-1 passthrough Other Income	175,302	175,302	
unrecorded k-1 passthrough Other Income	-175,302		

TY 2015 Other Increases Schedule**Name:** ALLIANCE HEALTHCARE FOUNDATION**EIN:** 33-0340635

Description	Amount
UNREALIZED GAIN/(LOSS)	-802,125

TY 2015 Other Professional Fees Schedule**Name:** ALLIANCE HEALTHCARE FOUNDATION**EIN:** 33-0340635

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEES	134,941			134,941
PROFESSIONAL SERVICES	12,296	1,230		11,066
INVESTMENT FEES	4,975	4,975		

TY 2015 Taxes Schedule**Name:** ALLIANCE HEALTHCARE FOUNDATION**EIN:** 33-0340635

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	295			

Alliance Healthcare Foundation, Grants Approved Fiscal Year 2015

Recipient Name	Recipient Address	Recipient Relationship and Purpose of Grant	Recipient Status	Payment Amount
211 San Diego	3860 Calle Fortunada, San Diego CA 92123	Innovation Initiative	PC	\$ 251,561 00
Interfaith Community Services	550 West Washington Ave , Escondido CA 92025	Innovation Initiative	PC	\$ 125,107 00
Grants approved for future payments				<u>\$ 376,668</u>

Alliance Healthcare Foundation, Grants Paid Fiscal Year 2015

Recipient Name	Recipient Address	Recipient Relationship and Purpose of Grant	Recipient Status	Contribution
Access Youth Academy	9370 Waples Street Suite 101 San Diego, CA, 92121	The Access Youth Academy Hoover High Partnership	PC	\$ 2,400
Access Youth Academy	9370 Waples Street Suite 101 San Diego, CA, 92121	The Access Youth Academy Hoover High Partnership	PC	\$ 25,000
Access Youth Academy	9370 Waples Street Suite 101 San Diego, CA, 92121	The Access Youth Academy Hoover High Partnership	PC	\$ 100,000
Alpha Project for the Homeless	3737 4th Ave Suite 203 San Diego, CA, 92103	Housing Navigator Position - Housing Commission Funding Cut	PC	\$ 25,000
Cancer Resource Center of the Desert	444 So 8th St Ste B-3 El Centro, CA, 92243	Mission Support 2016	PC	\$ 30,000
Catholic Charities, Diocese of San Diego	349 Cedar St San Diego, CA, 92101	Mission Support 2016	PC	\$ 35,000
Champions for Health	5575 Ruffin Road San Diego, CA, 92123	Mission Support 2016	PC	\$ 42,857
Community Engagement	5060 Shoreham Pl Suite 350 San Diego, CA, 92122	Responsv Grant 2016	PC	\$ 12,768
Community Health Improvement Partners	5095 Murphy Canyon Road San Diego, CA, 92123	Mission Support 2016	PC	\$ 42,857
Court Appointed Special Advocates, Imperial County	229 S 8th Street Ste B El Centro, CA, 92243	Mission Support 2016	PC	\$ 50,000
Dreams for Change	3288 Adams Avenue Unit #16327 San Diego, CA, 92176	Mission Support 2016	PC	\$ 28,571
Elderhelp of San Diego	3860 Calle Fortunada San Diego, CA, 92123	Mission Support 2016	PC	\$ 15,000
Elderhelp of San Diego	3860 Calle Fortunada San Diego, CA, 92123	Mission Support 2016	PC	\$ 42,857
Impact without Borders f/s Mission Edge San Diego	P O Box 12319 San Diego, CA, 92112	Social Enterprise Model	PC	\$ 25,000
Imperial Valley Food Pantry	329 Applestill Road El Centro, CA, 92243	Mission Support 2016	PC	\$ 15,000
Imperial Valley Food Pantry	329 Applestill Road El Centro, CA, 92243	Mission Support 2016	PC	\$ 55,000
INFO LINE of San Diego	3861 Calle Fortunada Suite 101 San Diego, CA, 92123	Enhance 2-1-1 Imperial County Services	PC	\$ 15,000
INFO LINE of San Diego	3861 Calle Fortunada Suite 101 San Diego, CA, 92123	Enhance 2-1-1 Imperial County Services	PC	\$ 20,000
INFO LINE of San Diego	3861 Calle Fortunada Suite 101 San Diego, CA, 92123	Enhance 2-1-1 Imperial County Services	PC	\$ 50,000
Interfaith Community Services Inc	550 W Washinton Ave San Diego, CA, 92025	Consultant for Detox and Recovery Program	PC	\$ 25,000
Jacobs & Cushman San Diego Food Bank	9850 Distribution Ave San Diego, CA, 92121	Food Bank Program Evaluation	PC	\$ 25,000
Just in Time for Foster Youth	3878 Old Town Avenue Suite 200 San Diego, CA, 92110	Mission Support 2016	PC	\$ 100,000
Mental Health Systems	9465 Farnham Street San Diego, CA, 92123	North Inland Family Medicine MHS and MHCS PHBHI at NIMHC	PC	\$ 75,000
Mission Edge San Diego	2820 Roosevelt Rd Suite 200 San Diego, CA, 92106	Mission Labs	PC	\$ 25,000
Multicultural Health Foundation	292 Euclid Avenue San Diego, CA, 92115	Patient Health Improvement Initiative	PC	\$ 23,073
Multicultural Health Foundation	292 Euclid Avenue San Diego, CA, 92115	Patient Health Improvement Initiative	PC	\$ 23,073
Multicultural Health Foundation	292 Euclid Avenue San Diego, CA, 92115	Patient Health Improvement Initiative	PC	\$ 23,073
Multicultural Health Foundation	292 Euclid Avenue San Diego, CA, 92115	Patient Health Improvement Initiative	PC	\$ 23,074
Multicultural Health Foundation	292 Euclid Avenue San Diego, CA, 92114	Patient Health Improvement Initiative	PC	\$ 46,144
Multicultural Health Foundation	292 Euclid Avenue San Diego, CA, 92114	Patient Health Improvement Initiative	PC	\$ 57,143
Neighborhood House Association	5660 Copley Dr San Diego, CA, 92111	Mission Support 2016	PC	\$ 100,000
Neighborhood House of Calexico	506 E 4th St Calexico, CA, 92231	Mission Support 2016	PC	\$ 30,000
PATH	340 N Madison Ave Los Angeles, CA, 90004	Mission Support 2016	PC	\$ 42,857
Planned Parenthood of the Pacific Southwest	1075 Camino Del Rio S San Diego, CA, 92108	Mission Support 2016	PC	\$ 57,143
Reality Changers	3910 University Avenue San Diego, CA, 92105	Mission Support 2016	PC	\$ 42,857
Regents of the University of California San Diego	9500 Gilman Drive #0934 San Diego, CA, 92093	Mission Support 2016	PC	\$ 100,000
San Diego Grantmakers	2251 San Diego Ave Suite B204 San Diego, CA, 92122	Engage & Connect the Invetsing Community	PC	\$ 25,000
San Diego Rescue Mission	P O Box 80427 San Diego, CA, 92138	Mission Support 2016	PC	\$ 28,571
Solutions for Change	722 W California Avenue Vista, CA, 92083	Soltuons Farms - A Project of Solutions for Change	PC	\$ 100,000
Somali Family Service of San Diego	6035 University Ave Suite 6 San Diego, CA, 92115	Mission Support 2016	PC	\$ 57,143
Voices for Children	2851 Meadow Lark Dr San Diego, CA, 92123	Mission Support 2016	PC	\$ 57,143
Grants paid during the year				\$ 1,718,604